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Katherine Stadler (*Pro Hac Vice*)

*Attorneys for the Fee Committee*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN SIMPSON THACHER & BARTLETT LLP AND  
THE FEE COMMITTEE REGARDING THE  
THE SIXTH INTERIM APPLICATION  
OF SIMPSON THACHER & BARTLETT LLP,  
SPECIAL COUNSEL TO THE DEBTOR, FOR THE PERIOD  
JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

**TO: THE HONORABLE JAMES M. PECK  
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 14, 2010, Simpson Thacher & Bartlett LLP (“Simpson Thacher”) filed the *Sixth Interim Application of Simpson Thacher & Bartlett LLP for Allowance of Compensation and Reimbursement of Expenses* (the “Sixth Fee Application”) [Docket No. 13486] seeking interim fees in the amount of \$56,705.35 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$1,682.29.

WHEREAS, Simpson Thacher has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Sixth Fee Application, issued a Confidential Letter Report on April 15, 2011, and entered into a dialogue with Simpson Thacher regarding this application;

WHEREAS, as a result of this dialogue, Simpson Thacher has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$1,020.00 for professional services rendered and no reduction is warranted in Simpson Thacher’s out-of-pocket expense reimbursement; and

WHEREAS, notwithstanding this Stipulation, the Sixth Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and Simpson Thacher & Bartlett LLP hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Simpson Thacher’s request for interim compensation and reimbursement of expenses in the reduced amount of \$55,685.35 in fees and \$1,682.29 in expenses.

Dated: Madison, Wisconsin  
September 22, 2011

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
Katherine Stadler  
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*Attorneys for Fee Committee*

Dated: New York, New York  
August 26, 2011

SIMPSON THACHER & BARTLETT LLP

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